

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

JAN 29 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

January 29, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Specification No. 12 to Master Assignment Agreement, entered into as of December 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26639.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: GE Capital Public Finance, Inc.  
8400 Normandale Lake Boulevard, Suite 470  
Minneapolis, MN 55437-1079

Purchaser/  
Assignee: CitiMortgage, Inc.  
45 Mamaroneck Avenue  
Harrison, NY 10528

Mr. Vernon A. Williams  
January 29, 2007  
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A description of the railroad equipment covered by the enclosed document is:

4 railcars bearing DIA reporting marks and road numbers 28, 29, 30 and 31.

A short summary of the document to appear in the index is:

Memorandum of Specification No. 12 to Master Assignment Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 29 '07

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**MEMORANDUM OF SPECIFICATION NO. 12 TO  
MASTER ASSIGNMENT AGREEMENT****SURFACE TRANSPORTATION BOARD**

This Memorandum of Specification No. 12 to Master Assignment Agreement is made and entered into as of December 15, 2006 by between GE Capital Public Finance, Inc. ("Seller/Assignor") and CitiMortgage, Inc. ("Purchaser/Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Specification No. 12 to Master Assignment Agreement dated as of December 15, 2006, (the "Assignment") by which Seller/Assignor has sold and assigned to Purchaser/Assignee its right, title and interest in and to and four (4) Bombardier CX-100 train cars for use on the automated ground transportation system at the Denver International Airport (the "Cars") as more fully described on Exhibit A hereto. Seller/Assignor originally financed the Cars for the City and County of Denver, for and on behalf of its Department of Aviation ("Borrower") pursuant to that certain Equipment Schedule No. 4 dated October 26, 2006 to the Master Installment Purchase Agreement as of July 1, 2003 between Seller/Assignor and Borrower, as amended by Amendment No 1 thereto effective as March 12, 2004 and Amendment 2 thereto effective as of October 12, 2006 ("Agreement"). Purchaser/Assignee sold and assigned its rights in and to the Agreement and the Cars to IBM Credit LLC effective October 26, 2006 and repurchased the Agreement and the Cars effective December 8, 2006. In addition to selling and assigning its right, title and interest in and to the Cars to Purchaser/Assignee, Seller/Assignor has sold and assigned all of its right, title and interest in and its obligations under the Agreement to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto.

1. A Memorandum of Master Installment Purchase Agreement dated October 26, 2006 by and between Seller/Assignor and Borrower was filed and recorded with the Surface Transportation Board on October 26, 2006 and given Recordation No. 26639.

2. A Memorandum of Specification No. 1 to Master Assignment Agreement dated October 31, 2006 by and between Seller/Assignor and IBM Credit LLC as assignee was filed and recorded with the Surface Transportation Board on November 3, 2006 and given Recordation No. 26639-A.

3. A Memorandum of Specification No. 1 to Master Assignment Agreement dated December 8, 2006 by and between IBM Credit LLC as assignor and Seller/Assignor as assignee was filed and recorded with the Surface Transportation Board on December 13, 2006 and given Recordation No. 26639B.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective duly authorized representative as of the date and year first above written.

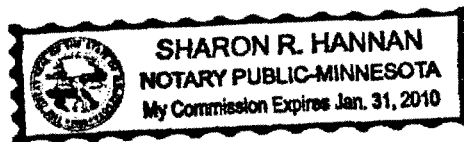
GE CAPITAL PUBLIC FINANCE, INC.  
By [Signature]  
Name: Bruce L. Gruys  
Title: Vice President

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

On this 15<sup>th</sup> day of December, 2006, before me personally appeared Bruce L. Gruys, to me personally known, who being by my duly sworn, says that he is a Vice President of GE Capital Public Finance, Inc., that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

[Signature: Sharon R. Hannan]  
Notary Public

My Commission expires:



CITIMORTGAGE, INC.  
By [Signature]  
Name: TOM GRIECO  
Title: VP

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF Westchester )

On this 15<sup>th</sup> day of December, 2006, before me personally appeared Thomas Grieco to me personally known, who being by my duly sworn, says that he is Vice President of CitiMortgage, Inc., that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed

Michelle L. Bradshaw  
Notary Public  
Putnam County, New York  
My Commission Expires September 7, 2008

[Signature: Michelle L. Bradshaw]  
Notary Public

## EXHIBIT A

<u>Quantity</u>	<u>Manufacturer</u>	<u>Running Numbers</u>	<u>Year</u>	<u>Model/Type of Equipment</u>
4	Bombardier	28, 29, 30 & 31	2006	CX-100 cars for use on the automated ground transportation system of the Denver International Airport

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/29/07



\_\_\_\_\_  
Robert W. Alvord